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*Appendix 1*

**Resolution No. ...  
of the Ordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of 29 June 2020**

**on:** the election of the Chairperson of the Ordinary General Meeting.

Acting pursuant to Article 409 § 1 of the Polish Code of Commercial Companies and § 5 Section 3 of the Regulations of the General Meeting of ENERGA Spółka Akcyjna with the registered office in Gdańsk, it is hereby decided as follows:

§ 1

The Ordinary General Meeting elects Mr/Ms ..... as the Chairman/Chairwoman of the Ordinary General Meeting of the Company.

§ 2

The Resolution comes into effect upon its adoption.

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Appendix 2

**Resolution No. ...  
of the Ordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of 29 June 2020**

**on:** the adoption of the agenda of the Ordinary General Meeting of ENERGA SA.

Acting pursuant to Article 409 § 2 of the Code of Commercial Companies and § 6.1 of the Rules of the General Meeting of Shareholders of ENERGA Spółka Akcyjna with its registered office in Gdańsk, it is hereby resolved as follows:

§ 1

The General Meeting of Shareholders of the Company resolves to adopt the following agenda of the Ordinary General Meeting of Shareholders of ENERGA SA:

1. Opening of the Ordinary General Meeting of Shareholders.
2. Electing the Chairperson of the Ordinary General Meeting.
3. Confirmation that the Ordinary General Meeting of Shareholders has been properly convened and is capable of passing resolutions.
4. Approving the agenda of the Ordinary General Meeting.
5. Review and approval of the Report of the Management Board of ENERGA SA on the activities of ENERGA Group and ENERGA SA for the year 2019.
6. Review and approval of the standalone financial statements of ENERGA SA for the year ended on 31 December 2019.
7. Passing of a resolution on coverage of the loss after tax for the financial year of 2019.
8. Review and approval of the consolidated financial statements of the ENERGA Group for the year ended on 31 December 2019.
9. Review of the Report by the Supervisory Board of ENERGA SA for the financial year of 2019.
10. Passing of resolutions to grant a discharge to Members of the Management Board in respect of the performance of their duties in 2019.
11. Passing of resolutions to grant a discharge to Members of the Supervisory Board in respect of the performance of their duties in 2019.
12. Passing of resolutions concerning the changes to the composition of the Supervisory Board of ENERGA SA and determination of the number of Members of the Supervisory Board of ENERGA SA for the 6th Term of Office.
13. Passing of a resolution on adoption of the Remuneration Policy for Members of the Management Board and Supervisory Board and ENERGA SA and authorising the Supervisory Board of the Company to specify elements of the remuneration policy in greater detail.
14. Closing the debates of the Ordinary General Meeting.

§ 2

The Resolution comes into effect upon its adoption.

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*Appendix 3*

**Resolution No. ...  
of the Ordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of 29 June 2020**

**on:** approval of the Report of the Management Board of ENERGA SA on the activities of ENERGA Group and ENERGA SA for the year 2019.

Acting pursuant to Article 393 (1), Article 395 (2) (1) and (5) of the Code of Commercial Companies in connection with Article 55 (2a) of the Accounting Act of 29 September 1994, having read the review by the Supervisory Board of the Company, the Ordinary General Meeting of Shareholders has resolved as follows:

§ 1

To approve the Report of the Management Board of ENERGA SA on the Activity of the ENERGA Group and ENERGA SA for the year ended on 31 December 2019.

§ 2

The Resolution comes into effect upon its adoption.

**Particulars of the resolution:**

Pursuant to Art. 395 (2) (1) and (5) of the Code of Commercial Companies, the subject of the meeting of the Ordinary General Meeting of Shareholders of ENERGA SA should be review and approval of the Report of the Management Board of ENERGA SA on the activities of ENERGA Group and ENERGA SA for the year 2019, where in accordance with Art. 55 (2a) of the Accounting Act of 29 September 1994, the report on the activities of the ENERGA Group was prepared together with the report on the activities of ENERGA SA as the parent entity.

By way of Resolution No 70/V/2020 of 28 May 2020, the Supervisory Board of ENERGA SA expressed its positive opinion on the report in question, found it to be consistent with the accounting ledgers and documents as well as the actual state of affairs.

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*Appendix 4*

**Resolution No. ...**  
**of the Ordinary General Meeting**  
**of ENERGA Spółka Akcyjna with its registered office in Gdańsk**  
**of 29 June 2020**

**on:** examination and approval of stand-alone financial statements of ENERGA SA for the year ended on 31 December 2019.

Acting pursuant to Article 393 (1), Article 395 (2) (1) of the Code of Commercial Companies and Article 53 (1) of the Accounting Act of 29 September 1994, having read the review by the Supervisory Board of the Company, the Ordinary General Meeting of Shareholders has resolved as follows:

§ 1

To approve the standalone financial statements of ENERGA SA prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union, for the year ended 31 December 2019, consisting of:

- 1) A standalone statement of profit or loss showing the loss after tax of PLN 374,000,000 (say zlotys: three hundred seventy four million),
- 2) A standalone statement of comprehensive income showing a negative comprehensive income of PLN 392,000,000 PLN (say zlotys: three hundred ninety two million),
- 3) A standalone statement of financial position showing balance-sheet total of PLN 13,573,000,000 (say zlotys: thirteen billion five hundred seventy three million),
- 4) A standalone statement of changes in equity showing a decrease in equity by PLN 392,000,000 (say zlotys: three hundred ninety two million),
- 5) A standalone statement of cash flows showing a decrease in net cash by PLN 1,239,000,000 (say zlotys: one billion two hundred thirty nine million),
- 6) Accounting principles (policy) and additional notes.

§ 2

The Resolution comes into effect upon its adoption.

**Particulars of the resolution:**

Acting pursuant to Article 393 (1), Article 395 (2) (1) of the Code of Commercial Companies and Article 53 (1) of the Accounting Act of 29 September 1994, the Ordinary General

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Meeting of Shareholders of ENERGA SA should review and approve standalone financial statements of ENERGA SA prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union for the year ended on 31 December 2019.

By way of Resolution No 68/V/2020 of 28 May 2020, the Supervisory Board of ENERGA SA expressed its positive opinion on the report in question, and found it to be consistent with the accounting ledgers and documents as well as the actual state of affairs.

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*Appendix 5*

**Resolution No. ...**  
**of the Ordinary General Meeting**  
**of ENERGA Spółka Akcyjna with its registered office in Gdańsk**  
**of 29 June 2020**

**on:** coverage of the loss after tax for the financial year of 2019.

Acting pursuant to Article 395 (2) (2) of the Code of Commercial Companies, having read the review by the Supervisory Board of the Company on the motion of the Management Board of the Company on coverage of the loss after tax for the financial year of 2019, the Ordinary General Meeting of Shareholders has resolved as follows:

§ 1

To cover the loss after tax of the Company for the financial year of 2019 covering the period from 1 January 2019 to 31 December 2019 at PLN 374,000,000 (say zlotys: three hundred seventy four million) entirely with the share premium of the Company.

§ 2

The Resolution comes into effect upon its adoption.

**Particulars of the resolution:**

Reasons for passing of this resolution were presented by the Management Board of the Company in the motion addressed to the General Meeting of Shareholders of 28 May 2020 concerning coverage of the loss after tax for the financial year of 2019.

By way of Resolution No 75/V/2020 of 1 June 2020, the Supervisory Board of ENERGA SA expressed its positive opinion on this motion of the Management Board of the Company.

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*Appendix 6*

**Resolution No. ...  
of the Ordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of 29 June 2020**

**on:** approval of the consolidated financial statements of the Group of EN-  
ERGA SA for the year ended on 31 December 2019.

Acting pursuant to Article 395 (5) of the Code of Commercial Companies and Article 63c (4) of the Accounting Act of 29 September 1994, having read the review by the Supervisory Board of the Company, the Ordinary General Meeting of Shareholders has resolved as follows:

§ 1

To approve the consolidated financial statements of the ENERGA Group prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union, for the year ended 31 December 2019, consisting of:

- 1) A consolidated statement of profit or loss showing the loss after tax of PLN 1,001,000,000 (say zlotys: one billion one million),
- 2) A consolidated statement of comprehensive income showing a negative comprehensive income of PLN 1,092,000,000 (say zlotys: one billion ninety two million),
- 3) A consolidated statement of financial position showing balance-sheet total of PLN 20,967,000,000 (say zlotys: twenty billion nine hundred sixty seven million),
- 4) A consolidated statement of changes in equity showing a decrease in consolidated equity by PLN 1,092,000,000 (say zlotys: one billion ninety two million),
- 5) A consolidated statement of cash flows showing a decrease in net cash by PLN 1,269,000,000 PLN (say zlotys: one billion two hundred sixty nine million),
- 6) Accounting principles (policy) and additional notes.

§ 2

The Resolution comes into effect upon its adoption.

**Particulars of the resolution:**

Acting pursuant to Article 395 (5) of the Code of Commercial Companies and Article 63c (4) of the Accounting Act of 29 September 1994, the Ordinary General Meeting of Shareholders of ENERGA SA should review and approve consolidated financial

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statements of the ENERGA Group prepared in accordance with the International Financial Reporting Standards as endorsed by the European Union for the year ended on 31 December 2019.

By way of Resolution No 69/V/2020 of 28 May 2020, the Supervisory Board of ENERGA SA expressed its positive opinion on the report in question, and found it to be consistent with the accounting ledgers and documents as well as the actual state of affairs.



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*Appendix 7*

**Resolution No. ...  
of the Ordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of 29 June 2020**

**on:** granting the vote of acceptance to Mr Jacek Goliński to confirm the discharge of his duties as the President of the Management Board in 2019.

Acting pursuant to Article 393 (1) and Article 395 (2) (3) of the Code of Commercial Companies, the Ordinary General Meeting of Shareholders has resolved as follows:

§ 1

To grant the vote of acceptance to Mr Jacek Goliński to confirm the discharge of his duties as the President of the Management Board in the period from 17 December 2019 to 31 December 2019.

§ 2

The Resolution comes into effect upon its adoption.

**Particulars of the resolution:**

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

Having analysed and reviewed (1) the report of the Management Board of the Company on the activities of the ENERGA Group and ENERGA SA for 2019, (2) standalone financial statements of ENERGA SA for the year ended on 31 December 2019 and (3) consolidated financial statements of the ENERGA Group for the year ended on 31 December 2019, the Supervisory Board of ENERGA SA passed Resolution No 81/V/2020 of 1 June 2020, expressing a positive opinion for the Ordinary General Meeting of Shareholders on the subject of granting the vote of acceptance to Mr Jacek Goliński, President of the Management Board, to confirm the discharge of his duties in the period from 17 December 2019 to 31 December 2019.

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*Appendix 8*

**Resolution No. ...  
of the Ordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of 29 June 2020**

**on:** granting the vote of acceptance to Mr Dominik Wadecki to confirm the discharge of his duties as the Vice-President of the Management Board for Operations in 2019.

Acting pursuant to Article 393 (1) and Article 395 (2) (3) of the Code of Commercial Companies, the Ordinary General Meeting of Shareholders has resolved as follows:

§ 1

To grant the vote of acceptance to Mr Dominik Wadecki to confirm the discharge of his duties as the Vice-President of the Management Board for Operations in the period from 31 May 2019 to 31 December 2019.

§ 2

The Resolution comes into effect upon its adoption.

**Particulars of the resolution:**

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

Having analysed and reviewed (1) the report of the Management Board of the Company on the activities of the ENERGA Group and ENERGA SA for 2019, (2) standalone financial statements of ENERGA SA for the year ended on 31 December 2019 and (3) consolidated financial statements of the ENERGA Group for the year ended on 31 December 2019, the Supervisory Board of ENERGA SA passed Resolution No 79/V/2020 of 1 June 2020, expressing a positive opinion for the Ordinary General Meeting of Shareholders on the subject of granting the vote of acceptance to Mr Dominik Wadecki, Vice-President of the Management Board for Operations, to confirm the discharge of his duties in the period from 31 May 2019 to 31 December 2019.

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*Appendix 9*

**Resolution No. ...  
of the Ordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of 29 June 2020**

**on:** granting a vote of acceptance to Mr Grzegorz Ksepko to confirm the discharge of his duties as Vice-President of the Management Board for Corporate Matters in 2019.

Acting pursuant to Article 393 (1) and Article 395 (2) (3) of the Code of Commercial Companies, the Ordinary General Meeting of Shareholders has resolved as follows:

§ 1

To grant the vote of acceptance to Grzegorz Ksepko to confirm the discharge of his duties as Vice-President of the Management Board for Corporate Matters in the period from 1 January 2019 to 31 December 2019.

§ 2

The Resolution comes into effect upon its adoption.

**Particulars of the resolution:**

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

Having analysed and reviewed (1) the report of the Management Board of the Company on the activities of the ENERGA Group and ENERGA SA for 2019, (2) standalone financial statements of ENERGA SA for the year ended on 31 December 2019 and (3) consolidated financial statements of the ENERGA Group for the year ended on 31 December 2019, the Supervisory Board of ENERGA SA passed Resolution No 78/V/2020 of 1 June 2020, expressing a positive opinion for the Ordinary General Meeting of Shareholders on the subject of granting the vote of acceptance to Mr Grzegorz Ksepko to confirm the discharge of his duties as Vice-President of the Management Board for Corporate Matters in the period from 1 January 2019 to 31 December 2019.

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*Appendix 10*

**Resolution No. ...  
of the Ordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of 29 June 2020**

**on:** granting the vote of acceptance to Ms Adrianna Sikorska to confirm the discharge of her duties as the Vice-President of the Management Board for Communications in 2019.

Acting pursuant to Article 393 (1) and Article 395 (2) (3) of the Code of Commercial Companies, the Ordinary General Meeting of Shareholders has resolved as follows:

§ 1

To grant the vote of acceptance to Ms Adrianna Sikorska to confirm the discharge of her duties as the Vice-President of the Management Board for Communications in the period from 17 December 2019 to 31 December 2019.

§ 2

The Resolution comes into effect upon its adoption.

**Particulars of the resolution:**

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

Having analysed and reviewed (1) the report of the Management Board of the Company on the activities of the ENERGA Group and ENERGA SA for 2019, (2) standalone financial statements of ENERGA SA for the year ended on 31 December 2019 and (3) consolidated financial statements of the ENERGA Group for the year ended on 31 December 2019, the Supervisory Board of ENERGA SA passed Resolution No 80/V/2020 of 1 June 2020, expressing a positive opinion for the Ordinary General Meeting of Shareholders on the subject of granting the vote of acceptance to Ms Adrianna Sikorska, Vice-President of the Management Board for Communications, to confirm the discharge of her duties in the period from 17 December 2019 to 31 December 2019.

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*Appendix 11*

**Resolution No. ...  
of the Ordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of 29 June 2020**

**on:** granting a vote of acceptance to Mr Jacek Kościelniak to confirm the discharge of his duties as Vice-President of the Management Board for Finance in 2019.

Acting pursuant to Article 393 (1) and Article 395 (2) (3) of the Code of Commercial Companies, the Ordinary General Meeting of Shareholders has resolved as follows:

§ 1

To grant the vote of acceptance to Mr Jacek Kościelniak to confirm the discharge of his duties as Vice-President of the Management Board for Finance in the period from 1 January 2019 to 31 December 2019.

§ 2

The Resolution comes into effect upon its adoption.

**Particulars of the resolution:**

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

Having analysed and reviewed (1) the report of the Management Board of the Company on the activities of the ENERGA Group and ENERGA SA for 2019, (2) standalone financial statements of ENERGA SA for the year ended on 31 December 2019 and (3) consolidated financial statements of the ENERGA Group for the year ended on 31 December 2019, the Supervisory Board of ENERGA SA passed Resolution No 77/V/2020 of 1 June 2020, expressing a positive opinion for the Ordinary General Meeting of Shareholders on the subject of granting the vote of acceptance to Mr Jacek Kościelniak to confirm the discharge of his duties as Vice-President of the Management Board for Finance in the period from 1 January 2019 to 31 December 2019.

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*Appendix 12*

**Resolution No. ...  
of the Ordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of 29 June 2020**

**on:** granting a vote of acceptance to Ms Alicja Barbara Klimiuk to confirm the discharge of her duties as Vice-President of the Management Board for Operations in 2019.

Acting pursuant to Article 393 (1) and Article 395 (2) (3) of the Code of Commercial Companies, the Ordinary General Meeting of Shareholders has resolved as follows:

§ 1

To grant the vote of acceptance to Ms Alicja Barbara Klimiuk to confirm the discharge of her duties as Vice-President of the Management Board for Operations in the period from 1 January 2019 to 30 May 2019.

§ 2

The Resolution comes into effect upon its adoption.

**Particulars of the resolution:**

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

Having analysed and reviewed (1) the report of the Management Board of the Company on the activities of the ENERGA Group and ENERGA SA for 2019, (2) standalone financial statements of ENERGA SA for the year ended on 31 December 2019 and (3) consolidated financial statements of the ENERGA Group for the year ended on 31 December 2019, the Supervisory Board of ENERGA SA passed Resolution No 76/V/2020 of 1 June 2020, expressing a positive opinion for the Ordinary General Meeting of Shareholders on the subject of granting the vote of acceptance to Ms Alicja Barbara Klimiuk to confirm the discharge of her duties as Vice-President of the Management Board for Operations in the period from 1 January 2019 to 30 May 2019.

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*Appendix 13*

**Resolution No. ...  
of the Ordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of 29 June 2020**

**on:** granting a vote of acceptance to Ms Paula Ziemiecka-Księżak to confirm the discharge of her duties as Chairman of the Supervisory Board of ENERGA SA in 2019.

Acting pursuant to Article 393 (1) and Article 395 (2) (3) of the Code of Commercial Companies, the Ordinary General Meeting of Shareholders has resolved as follows:

§ 1

To grant the vote of acceptance to Ms Paula Ziemiecka-Księżak to confirm the discharge of her duties as Chairman of the Supervisory Board of ENERGA SA in the period from 1 January 2019 to 31 December 2019.

§ 2

The Resolution comes into effect upon its adoption.

**Particulars of the resolution:**

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

In the financial year 2019 the Supervisory Board of ENERGA SA performed its tasks in accordance with generally applicable provisions of law, including the Polish Code of Commercial Companies, the Company's Articles of Association and Regulations of the Supervisory Board.

With Resolution No 82/V/2020 of 1 June 2020, the Supervisory Board of ENERGA SA accepted the report on the activities of the Supervisory Board for the financial year 2019.

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*Appendix 14*

**Resolution No. ...  
of the Ordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of 29 June 2020**

**on:** granting the vote of acceptance to Mr Zbigniew Wtulich to confirm the discharge of his duties as the Vice-Chairman of the Supervisory Board of ENERGA SA in 2019.

Acting pursuant to Article 393 (1) and Article 395 (2) (3) of the Code of Commercial Companies, the Ordinary General Meeting of Shareholders has resolved as follows:

§ 1

To grant the vote of acceptance to Mr Zbigniew Wtulich to confirm the discharge of his duties as the Vice-Chairman of the Supervisory Board of ENERGA SA in the period from 1 January 2019 to 31 December 2019.

§ 2

The Resolution comes into effect upon its adoption.

**Particulars of the resolution:**

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

In the financial year 2019 the Supervisory Board of ENERGA SA performed its tasks in accordance with generally applicable provisions of law, including the Polish Code of Commercial Companies, the Company's Articles of Association and Regulations of the Supervisory Board.

With Resolution No 82/V/2020 of 1 June 2020, the Supervisory Board of ENERGA SA accepted the report on the activities of the Supervisory Board for the financial year 2019.



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*Appendix 15*

**Resolution No. ...  
of the Ordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of 29 June 2020**

**on:** granting the vote of acceptance to Ms Agnieszka Terlikowska-Kulesza to confirm the discharge of her duties as the Secretary of the Supervisory Board of ENERGA SA in 2019.

Acting pursuant to Article 393 (1) and Article 395 (2) (3) of the Code of Commercial Companies, the Ordinary General Meeting of Shareholders has resolved as follows:

§ 1

To grant the vote of acceptance to Ms Agnieszka Terlikowska-Kulesza to confirm the discharge of her duties as the Secretary of the Supervisory Board of ENERGA SA in the period from 1 January 2019 to 31 December 2019.

§ 2

The Resolution comes into effect upon its adoption.

**Particulars of the resolution:**

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

In the financial year 2019 the Supervisory Board of ENERGA SA performed its tasks in accordance with generally applicable provisions of law, including the Polish Code of Commercial Companies, the Company's Articles of Association and Regulations of the Supervisory Board.

With Resolution No 82/V/2020 of 1 June 2020, the Supervisory Board of ENERGA SA accepted the report on the activities of the Supervisory Board for the financial year 2019.

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*Appendix 16*

**Resolution No. ...  
of the Ordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of 29 June 2020**

**on:** granting the vote of acceptance to Mr Maciej Żółtkiewicz to confirm the discharge of his duties as the Member of the Supervisory Board of ENERGA SA in 2019.

Acting pursuant to Article 393 (1) and Article 395 (2) (3) of the Code of Commercial Companies, the Ordinary General Meeting of Shareholders has resolved as follows:

§ 1

To grant the vote of acceptance to Mr Maciej Żółtkiewicz to confirm the discharge of his duties as the Member of the Supervisory Board of ENERGA SA in the period from 1 January 2019 to 31 December 2019.

§ 2

The Resolution comes into effect upon its adoption.

**Particulars of the resolution:**

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

In the financial year 2019 the Supervisory Board of ENERGA SA performed its tasks in accordance with generally applicable provisions of law, including the Polish Code of Commercial Companies, the Company's Articles of Association and Regulations of the Supervisory Board.

With Resolution No 82/V/2020 of 1 June 2020, the Supervisory Board of ENERGA SA accepted the report on the activities of the Supervisory Board for the financial year 2019.

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*Appendix 17*

**Resolution No. ...  
of the Ordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of 29 June 2020**

**on:** granting the vote of acceptance to Mr Andrzej Powalowski to confirm the discharge of his duties as the Member of the Supervisory Board of ENERGA SA in 2019.

Acting pursuant to Article 393 (1) and Article 395 (2) (3) of the Code of Commercial Companies, the Ordinary General Meeting of Shareholders has resolved as follows:

§ 1

To grant the vote of acceptance to Mr Andrzej Powalowski to confirm the discharge of his duties as the Member of the Supervisory Board of ENERGA SA in the period from 1 January 2019 to 31 December 2019.

§ 2

The Resolution comes into effect upon its adoption.

**Particulars of the resolution:**

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

In the financial year 2019 the Supervisory Board of ENERGA SA performed its tasks in accordance with generally applicable provisions of law, including the Polish Code of Commercial Companies, the Company's Articles of Association and Regulations of the Supervisory Board.

With Resolution No 82/V/2020 of 1 June 2020, the Supervisory Board of ENERGA SA accepted the report on the activities of the Supervisory Board for the financial year 2019.

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*Appendix 18*

**Resolution No. ...  
of the Ordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of 29 June 2020**

**on:** granting the vote of acceptance to Mr Marek Szczepaniec to confirm the discharge of his duties as the Member of the Supervisory Board of ENERGA SA in 2019.

Acting pursuant to Article 393 (1) and Article 395 (2) (3) of the Code of Commercial Companies, the Ordinary General Meeting of Shareholders has resolved as follows:

§ 1

To grant the vote of acceptance to Mr Marek Szczepaniec to confirm the discharge of his duties as the Member of the Supervisory Board of ENERGA SA in the period from 1 January 2019 to 31 December 2019.

§ 2

The Resolution comes into effect upon its adoption.

**Particulars of the resolution:**

Pursuant to Article 395 § 2 item 3 of the Polish Code of Commercial Companies, among the matters that come before the Ordinary General Meeting of Shareholders is granting a vote of acceptance to members of company bodies to confirm the discharge of their duties.

In the financial year 2019 the Supervisory Board of ENERGA SA performed its tasks in accordance with generally applicable provisions of law, including the Polish Code of Commercial Companies, the Company's Articles of Association and Regulations of the Supervisory Board.

With Resolution No 82/V/2020 of 1 June 2020, the Supervisory Board of ENERGA SA accepted the report on the activities of the Supervisory Board for the financial year 2019.

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*Appendix 19*

**Resolution No. ...  
of the Ordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of 29 June 2020**

**on:** determination of the number of Members of the Supervisory Board of ENERGA SA for the 6th Term of Office.

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and Article 18 (1) and (2) of the Company's Articles of Association, the Ordinary General Meeting of Shareholders hereby resolves to:

§ 1

The Supervisory Board of ENERGA SA for the 6th Term of Office shall consist of ..... (say: .....) members.

§ 2

The Resolution comes into effect upon its adoption.

**Particulars of the resolution:**

Pursuant to Article 385 § 1 of the Commercial Companies Code, the supervisory board in public companies consists of at least five members appointed and dismissed by the general meeting of shareholders.

In accordance with Article 18 (1) and (2) of the Company's Articles of Association, the Supervisory Board of ENERGA SA may consist of 5 to 12 persons. The number of members of the Supervisory Board of ENERGA SA is specified by the General Meeting of Shareholders.

In connection with the end of the joint 3rd Term of Office of the Supervisory Board of ENERGA SA on 26 June 2020, it is advisable for the Ordinary General Meeting of Shareholders to specify the number of Members of the Supervisory Board of ENERGA SA for the 6th Term of Office.

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*Appendix 20*

**Resolution No. ...  
of the Ordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of 29 June 2020**

**on:** the election of a Member of the Supervisory Board of ENERGA SA for the 6th Term of Office that meets the independence criteria.

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and Article 18 (2) and (6) in connection with Article 23b (2) of the Company's Articles of Association, the Ordinary General Meeting of Shareholders hereby resolves to:

§ 1

Appoint ..... (PESEL: .....), who meets criteria of independence defined in § 23b (2) of the Company's Articles of Association, as a Member of the Supervisory Board of ENERGA SA for the 6th Term of Office.

§ 2

The Resolution comes into effect upon its adoption.

**Particulars of the resolution:**

Pursuant to Article 385 § 1 of the Commercial Companies Code, the supervisory board in public companies consists of at least five members appointed and dismissed by the general meeting of shareholders.

In accordance with Article 18 (6) of the Company's Articles of Association in the period in which the Company is a public company, at least 2 members of the Supervisory Board appointed by the General Meeting of Shareholders other than the persons appointed by the Treasury or the shareholder referred to in § 33, should meet the independence criteria provided for an independent member of the Supervisory Board, as defined in § 23b.2 of the Company's Articles of Association.

In accordance with Article 23b (2) of the Company's Articles of Association when the Company's shares are traded on the regulated market operated by the Warsaw Stock Exchange, at least two members of the Supervisory Board should meet the independence criteria prescribed for an independent member of the Supervisory Board within the meaning of the Commission recommendation of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board (2005/162/EC) as well as the requirements arising out of Best Practices for WSE listed companies (independent members of the Supervisory Board).

*DRAFT*

A candidate for an independent member of the Supervisory Board shall submit to the Company, before their appointment to the Supervisory Board, a written declaration of fulfilment of the required criteria.

*DRAFT*

*Appendix 21*

**Resolution No. ...  
of the Ordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of 29 June 2020**

**on:** the election of a Member of the Supervisory Board of ENERGA SA for the 6th Term of Office.

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and Section 18(2) of the Company's Articles of Association, the Ordinary General Meeting of Shareholders hereby resolves to:

§ 1

Appoint ..... (PESEL: .....), as a Member of the Supervisory Board of ENERGA SA for the 6th Term of Office.

§ 2

The Resolution comes into effect upon its adoption.

**Particulars of the resolution:**

Pursuant to Article 385 § 1 of the Commercial Companies Code, the supervisory board in public companies consists of at least five members appointed and dismissed by the general meeting of shareholders.

In accordance with Article 18 (2) of the Company's Articles of Association, Members of the Supervisory Board shall be appointed and dismissed by the General Meeting of Shareholders.



*DRAFT*

*Appendix 22*

**Resolution No. ...  
of the Ordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of 29 June 2020**

**on:** adoption of the Remuneration Policy for Members of the Management Board and Supervisory Board of ENERGA SA and authorising the Supervisory Board of the Company to specify elements of the remuneration policy in greater detail.

Acting pursuant to Article 90d (1) and (7) of the Act of 29 July 2005 on Public Offering and on the Terms of Introducing Financial Instruments into Organized Trading and on Public Companies, the Ordinary General Meeting of Shareholders has resolved as follows:

§ 1

1. To adopt the remuneration policy for members of the Management Board and Supervisory Board of ENERGA SA (hereinafter: "Policy"), as worded in the attachment to this resolution.
2. To authorise the Supervisory Board of the Company to word elements of the Policy in greater detail, also by incorporating relevant provisions in contracts with individual members of the Management Board, in the following scope:
  - 1) defining the amount and rules for determining Fixed Remuneration and Variable Remuneration of members of the Management Board, as well as determining the type and conditions for granting additional benefits, as well as determining the possibilities and conditions for using the Company's assets, also for private purposes within the scope indicated in the Policy and in the resolution of the General Meeting of Shareholders on establishing the principles of remuneration for members of the Management Board;
  - 2) taking other actions necessary to implement the Policy, in particular as regards the issues that must be specified in greater detail by the Supervisory Board of the Company in accordance with the Policy's explicit instructions or the purpose of the Policy.
3. The attachment containing the Policy is an integral part of this resolution.

§ 2

The Resolution comes into effect upon its adoption.

*DRAFT*

**Particulars of the resolution:**

In accordance with Art. 90d (1) and (2) of the Act of 29 July 2005 on Public Offering and on the Terms of Introducing Financial Instruments into Organized Trading and on Public Companies (hereinafter: the “Act”), the General Meeting of Shareholders of the company adopts, by way of a resolution, the remuneration policy for members of the Management Board and the Supervisory Board, and the solutions adopted in the remuneration policy should contribute to the implementation of the business strategy, long-term interests and stability of the Company.

In accordance with Art. 90d (1) and (2) of the Act, the General Meeting of Shareholders may authorize the Supervisory Board to specify the elements of the remuneration policy.

The draft Policy was prepared by the Management Board of the Company, which put forward a motion to the General Meeting of Shareholders of ENERGA SA for adoption of the Policy.

By way of Resolution No 83/V/2020 of 1 June 2020, the Supervisory Board of ENERGA SA expressed its positive opinion on this motion and decided to refer the draft Policy to the General Meeting of Shareholders.